

B1 (Official Form 1)(04/13)

<b>United States Bankruptcy Court</b> <b>Eastern District of Tennessee</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>Smoky Mountain Motels, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>FKA Music City Motels, Inc.; DBA Smoky Shadows Motel &amp; Conference Center</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) <b>62-1132878</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>4215 Parkway</b> <b>Pigeon Forge, TN</b> <div style="text-align: right; font-size: small;">ZIP Code <b>37863</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Sevier</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>1218 Murfreesboro Rd.</b> <b>Nashville, TN</b> <div style="text-align: right; font-size: small;">ZIP Code <b>37217</b></div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): <b>4215 Parkway</b> <b>Pigeon Forge, TN 37863</b>		
<b>Type of Debtor</b> (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 ( <i>amount subject to adjustment on 4/01/16 and every three years thereafter</i> ). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

**Smoky Mountain Motels, Inc.****All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location

Where Filed: **Eastern District Tennessee**

Case Number:

**3:11-32571**

Date Filed:

**5/27/11**

Location

Where Filed:

Case Number:

Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor:

Case Number:

Date Filed:

**- None -**

District:

Relationship:

Judge:

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

**X**

Signature of Attorney for Debtor(s)

(Date)

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.☒ No.**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.**Information Regarding the Debtor - Venue**

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)\_\_\_\_\_  
(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

# Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

**Smoky Mountain Motels, Inc.**

## Signatures

### Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

### Signature of Attorney\*

**X /s/ Steven L. Lefkovitz** \_\_\_\_\_  
Signature of Attorney for Debtor(s)

**Steven L. Lefkovitz 5953**

\_\_\_\_\_  
Printed Name of Attorney for Debtor(s)

**LEFKOVITZ & LEFKOVITZ**

\_\_\_\_\_  
Firm Name

**618 CHURCH ST., #410  
NASHVILLE, TN 37219**

\_\_\_\_\_  
Address

**Email: slefkovitz@lefkovitz.com**

**615-256-8300 Fax: 615-255-4516**

\_\_\_\_\_  
Telephone Number

**February 26, 2014**

\_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

### Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X /s/ Eddie Rhines** \_\_\_\_\_  
Signature of Authorized Individual

**Eddie Rhines**

\_\_\_\_\_  
Printed Name of Authorized Individual

**president**

\_\_\_\_\_  
Title of Authorized Individual

**February 26, 2014**

\_\_\_\_\_  
Date

### Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

### Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.*

United States Bankruptcy Court  
Eastern District of Tennessee

In re **Smoky Mountain Motels, Inc.**

Debtor(s)

Case No.

Chapter

**11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

**"In business."** A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

**"Insider."** The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

**1. Income from employment or operation of business**

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

**\$942,239.15**

**\$1,414,222.00**

SOURCE

**4/2013 - 2014 YTD: Debtor Business Income**

**Debtor Business Income Year Ending 3/31/2013**

**2. Income other than from employment or operation of business**

None

☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

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### 3. Payments to creditors

None ☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
<b>Sevier County Utility District PO BOX 4398 Sevierville, TN 37864</b>	<b>2/20/2014</b>	<b>\$5,000.00</b>	<b>\$151.63</b>
<b>Sevier County Electric System PO BOX 4870 Sevierville, TN 37864</b>	<b>2/20/2014</b>	<b>\$2,000.00</b>	<b>\$8,834.79</b>

None ☒ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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### 4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
<b>Commerce Title &amp; Escrow, LLC vs. Smoky Mountain Holding, LLC and Smoky Mountain Motels, Inc. no. 14-116-II</b>	<b>civil</b>	<b>20th Judicial District, Tennessee Chancery Court</b>	<b>pending</b>

None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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#### 5. Repossessions, foreclosures and returns

None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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#### 6. Assignments and receiverships

None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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#### 7. Gifts

None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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#### 8. Losses

None ☐ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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### 9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>LEFKOVITZ &amp; LEFKOVITZ</b> <b>618 CHURCH ST., #410</b> <b>NASHVILLE, TN 37219</b>	<b>2/24/2014</b>	<b>attorney fees + filing fees</b>

### 10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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### 11. Closed financial accounts

- None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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### 12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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### 13. Setoffs

- None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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#### 14. Property held for another person

None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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#### 15. Prior address of debtor

None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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#### 16. Spouses and Former Spouses

None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

#### 17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

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# 18 . Nature, location and name of business

None

☐

a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Smoky Mountain Motels, Inc.	62-1132878	4215 Parkway Pigeon Forge, TN 37863	motel	1/5/1982 - present

None

☒

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

# 19. Books, records and financial statements

None

☐

a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Eddie Jackson 1218 Murfreesboro Rd. Nashville, TN 37217	1/1/2014
Harold Foshie PO BOX 10 Pigeon Forge, TN 37863	
Maggart & Associates, PC 1504th Ave. N. Suite 2150 Nashville, TN 37219	

None

☒

b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

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- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME  
**Harold Foshie**

ADDRESS  
**PO BOX 10**  
**Pigeon Forge, TN 37863**

- None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

---

**20. Inventories**

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY  
(Specify cost, market or other basis)

- None ☒ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY  
RECORDS

---

**21 . Current Partners, Officers, Directors and Shareholders**

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS  
**Eddie Rhines**

TITLE  
**president**

NATURE AND PERCENTAGE  
OF STOCK OWNERSHIP  
**100% stock holder**

---

**22 . Former partners, officers, directors and shareholders**

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

- None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS  
**Kenneth M. Seaton**

TITLE  
**former 100% stockholder**

DATE OF TERMINATION  
**12/26/2013**

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**23 . Withdrawals from a partnership or distributions by a corporation**

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS  
OF RECIPIENT,  
RELATIONSHIP TO DEBTOR

DATE AND PURPOSE  
OF WITHDRAWAL

AMOUNT OF MONEY  
OR DESCRIPTION AND  
VALUE OF PROPERTY

---

**24. Tax Consolidation Group.**

None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

---

**25. Pension Funds.**

None ☐ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

\* \* \* \* \*

B7 (Official Form 7) (04/13)

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**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date **February 26, 2014**\_\_\_\_\_

Signature **/s/ Eddie Rhines**\_\_\_\_\_  
**Eddie Rhines**  
**president**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*

**United States Bankruptcy Court**  
**Eastern District of Tennessee**

In re **Smoky Mountain Motels, Inc.**,  
 Debtor

Case No. \_\_\_\_\_

Chapter **11**

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>7,947,684.62</b>		
B - Personal Property	<b>Yes</b>	<b>10</b>	<b>3,482,932.87</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>7,530,649.36</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>2</b>		<b>810.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>6</b>		<b>1,192,192.22</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>2</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>23</b>			
Total Assets			<b>11,430,617.49</b>		
Total Liabilities				<b>8,723,651.58</b>	

**United States Bankruptcy Court**  
**Eastern District of Tennessee**

In re **Smoky Mountain Motels, Inc.**,  
Debtor

Case No. \_\_\_\_\_

Chapter **11**

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

**State the following:**

Average Income (from Schedule I, Line 12)	
Average Expenses (from Schedule J, Line 22)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	

**State the following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re **Smoky Mountain Motels, Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
hotel located at 4215 Parkway, Pigeon Forge, TN		-	7,947,684.62	7,530,649.36

Sub-Total > **7,947,684.62** (Total of this page)

Total > **7,947,684.62**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re **Smoky Mountain Motels, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	<b>X</b>			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		<b>Sevier County Bank operating account</b>	-	<b>9,864.29</b>
		<b>Sevier County Bank payroll account</b>	-	<b>567.90</b>
		<b>Sevier County Bank petty cash account</b>	-	<b>15.00</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.	<b>X</b>			
4. Household goods and furnishings, including audio, video, and computer equipment.	<b>X</b>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>			
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<b>X</b>			
10. Annuities. Itemize and name each issuer.	<b>X</b>			

Sub-Total > **10,447.19**  
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re **Smoky Mountain Motels, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>			
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.		<b>money owed to Corp. by K. Seaton &amp; Affiliates</b>	<b>-</b>	<b>3,428,928.68</b>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	<b>X</b>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	<b>X</b>			

Sub-Total > **3,428,928.68**  
(Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

In re **Smoky Mountain Motels, Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>			
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.	<b>X</b>			
29. Machinery, fixtures, equipment, and supplies used in business.	<b>see attached fixed assets descriptions</b>		<b>-</b>	<b>43,557.00</b>
30. Inventory.	<b>X</b>			
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>			

Sub-Total >	<b>43,557.00</b>
(Total of this page)	
Total >	<b>3,482,932.87</b>

Sheet 2 of 2 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

INVENTORY LIST FOR SMOKY SHADOWS HOTEL AND CONVENT

	<u>QUANTITY</u>	<u>UNIT PRICE</u>	<u>TOTAL</u>
TELEVISIONS	243	\$40.00	\$9,720.00
LAMPS	208	\$4.00	\$832.00
CHAIRS	112	\$36.00	\$336.00
SOFAS	2	\$50.00	\$100.00
SOFA SLEEPERS	36	\$40.00	\$1,440.00
REFRIGERATORS	207	\$25.00	\$5,175.00
HAIRDRYERS	87	\$3.00	\$261.00
TOASTERS	125	\$3.00	\$375.00
IRONING BOARDS	88	\$3.00	\$264.00
MICROWAVES	101	\$20.00	\$2,020.00
TABLES & CHAIRS	144	\$25.00	\$3,600.00
NIGHTSTANDS	173	\$3.00	\$519.00
STRAIGHT BACK CHAIRS	100	\$3.00	\$300.00
KING BEDS	24	\$50.00	1,200.00
QUEEN BEDS	488	\$30.00	14,640.00
COMPUTER (FRONT OFFICE)			\$50.00
SAFE			100.00
COFFEE MAKER			100.00
CASH REGISTER			\$25.00
KITCHEN EQUIPMENT - CONVENTION CENTER			<u>2,500.00</u>
			<u>\$43,557.00</u>

ION CENTER

## Assets by Classification AMT - 11205

3/31/2014

SMOKY MOUNTAIN MOTELS, INC. 62-1132878

Item No.	Description of Property **** indicates DISPOSED	Date Placed In Service	Asset Code	Business Use %	Cost or Other Basis	Sec. 179 Deduction	Credit	Special Allowance	Salvage Value	Recovery Basis	Recovery Period	Method	Con-vention Code	Prior Accum. Deprec., 179, Bonus	2013 Deprec.	2013 Accum. Deprec.
<b>5-yr Residential rental furnishings and appliances</b>																
28	CARPET	7/26/1996	F-3	100.00%	6,104	0	0	0	0	6,104	9	150DB	HY	6,104	0	6,104
26	CARPET	10/16/1996	F-3	100.00%	7,469	0	0	0	0	7,469	9	150DB	HY	7,469	0	7,469
27	CARPET INSTALLATION	10/16/1996	F-3	100.00%	4,826	0	0	0	0	4,826	9	150DB	HY	4,826	0	4,826
30	EQUIPMENT	11/30/1996	F-3	100.00%	25,481	0	0	0	0	25,481	9	150DB	HY	25,481	0	25,481
29	DRAPES	12/31/1996	F-3	100.00%	9,692	0	0	0	0	9,692	9	150DB	HY	9,692	0	9,692
33	LAUNDRY EQUIPMENT	9/1/1997	F-3	100.00%	7,138	0	0	0	0	7,138	9	150DB	HY	7,138	0	7,138
31	MORGANTON CHAIR	9/1/1997	F-3	100.00%	4,901	0	0	0	0	4,901	9	150DB	HY	4,901	0	4,901
32	SHELBY FURNITURE	9/1/1997	F-3	100.00%	18,916	0	0	0	0	18,916	9	150DB	HY	18,916	0	18,916
34	MICROWAVE	11/1/1997	F-3	100.00%	13,238	0	0	0	0	13,238	9	150DB	HY	13,238	0	13,238
180	APPLIANCES	3/15/2001	F-3	100.00%	54,201	0	0	0	0	54,201	5	150DB	HY	54,201	0	54,201
181	FURNITURE	3/15/2001	F-3	100.00%	130,965	0	0	0	0	130,965	5	150DB	HY	130,965	0	130,965
186	SINKS	4/30/2001	F-3	100.00%	1,465	0	0	0	0	1,465	5	150DB	HY	1,465	0	1,465
190	TELEPHONE EQUIPMENT	6/30/2001	F-3	100.00%	1,203	0	0	0	0	1,203	5	150DB	HY	1,203	0	1,203
118	EQUIPMENT	6/30/2001	F-3	100.00%	81,301	0	0	0	0	81,301	5	150DB	HY	81,301	0	81,301
119	AIR CONDITIONER	6/30/2001	F-3	100.00%	9,228	0	0	0	0	9,228	5	150DB	HY	9,228	0	9,228
121	TVS	6/30/2001	F-3	100.00%	48,695	0	0	0	0	48,695	5	150DB	HY	48,695	0	48,695
122	TELEPHONE SWITCH	6/30/2001	F-3	100.00%	23,165	0	0	0	0	23,165	5	150DB	HY	23,165	0	23,165
234	TELEPHONE SWITCH	6/30/2001	F-3	100.00%	7,152	0	0	0	0	7,152	5	150DB	HY	7,152	0	7,152
235	COMPUTER	6/30/2001	F-3	100.00%	1,392	0	0	0	0	1,392	5	150DB	HY	1,392	0	1,392
236	EQUIPMENT	6/30/2001	F-3	100.00%	2,250	0	0	0	0	2,250	5	150DB	HY	2,250	0	2,250
235	FIREPLACE	6/30/2001	F-3	100.00%	2,121	0	0	0	0	2,121	5	150DB	HY	2,121	0	2,121
285	SMITH CHAIR CO	6/30/2001	F-3	100.00%	10,323	0	0	0	0	10,323	5	150DB	HY	10,323	0	10,323
286	SMITH CHAIR CO	6/30/2001	F-3	100.00%	7,656	0	0	0	0	7,656	5	150DB	HY	7,656	0	7,656
287	CURTAINS	6/30/2001	F-3	100.00%	683	0	0	0	0	683	5	150DB	HY	683	0	683
288	FURNITURE	6/30/2001	F-3	100.00%	16,609	0	0	0	0	16,609	5	150DB	HY	16,609	0	16,609
189	FURNITURE	6/30/2001	F-3	100.00%	7,551	0	0	0	0	7,551	5	150DB	HY	7,551	0	7,551
192	FURNITURE	6/30/2001	F-3	100.00%	397,838	0	0	0	0	397,838	5	150DB	HY	397,838	0	397,838
194	CURTAINS	6/30/2001	F-3	100.00%	9,957	0	0	0	0	9,957	5	150DB	HY	9,957	0	9,957
195	LAMPS	6/30/2001	F-3	100.00%	5,468	0	0	0	0	5,468	5	150DB	HY	5,468	0	5,468
196	MATTRESSES	6/30/2001	F-3	100.00%	8,572	0	0	0	0	8,572	5	150DB	HY	8,572	0	8,572
197	CARPET	6/30/2001	F-3	100.00%	3,536	0	0	0	0	3,536	5	150DB	HY	3,536	0	3,536
198	SMITH CHAIR CO	6/30/2001	F-3	100.00%	899	0	0	0	0	899	5	150DB	HY	899	0	899
199	MATTRESSES	6/30/2001	F-3	100.00%	20,183	0	0	0	0	20,183	5	150DB	HY	20,183	0	20,183
200	TVS	6/30/2001	F-3	100.00%	3,454	0	0	0	0	3,454	5	150DB	HY	3,454	0	3,454
201	MIRROR	6/30/2001	F-3	100.00%	13,000	0	0	0	0	13,000	5	150DB	HY	13,000	0	13,000
202	FURNITURE	6/30/2001	F-3	100.00%	13,845	0	0	0	0	13,845	5	150DB	HY	13,845	0	13,845
203	CURTAINS	6/30/2001	F-3	100.00%	15,002	0	0	0	0	15,002	5	150DB	HY	15,002	0	15,002
204	FURNITURE	6/30/2001	F-3	100.00%	5,692	0	0	0	0	5,692	5	150DB	HY	5,692	0	5,692
205	CARPET	6/30/2001	F-3	100.00%	3,996	0	0	0	0	3,996	5	150DB	HY	3,996	0	3,996
206	FURNITURE	6/30/2001	F-3	100.00%	5,831	0	0	0	0	5,831	5	150DB	HY	5,831	0	5,831
207	CARPET	6/30/2001	F-3	100.00%	1,125	0	0	0	0	1,125	5	150DB	HY	1,125	0	1,125
208	CARPET	6/30/2001	F-3	100.00%	11,700	0	0	0	0	11,700	5	150DB	HY	11,700	0	11,700
209	MATTRESSES	6/30/2001	F-3	100.00%	6,205	0	0	0	0	6,205	5	150DB	HY	6,205	0	6,205
213	MATTRESSES	6/30/2001	F-3	100.00%	5,522	0	0	0	0	5,522	5	150DB	HY	5,522	0	5,522
225	LOCKS	6/30/2001	F-3	100.00%	33,474	0	0	0	0	33,474	5	150DB	HY	33,474	0	33,474
225	SIGN	6/30/2001	F-3	100.00%	1,122	0	0	0	0	1,122	5	150DB	HY	1,122	0	1,122
210	FURNITURE	8/31/2001	F-3	100.00%	1,894	0	0	0	0	1,894	5	150DB	HY	1,894	0	1,894

## Assets by Classification AMT - 11205

3/31/2014

SMOKY MOUNTAIN MOTELS, INC. 62-1132878

Item No.	Description of Property **** indicates DISPOSED	Date In Service	Asset Code	Business Use %	Cost or Other Basis	Sec. 179 Deduction	Credit	Special Allowance	Salvage Value	Recovery Basis	Recovery Period	Method	Con-vention Code	Prior Accum. Deprec., 179, Bonus	2013 Deprec.	2013 Accum. Deprec.
211	CARPET	9/30/2001	F-3	100.00%	1,963	0	0	0	0	1,963	5	150DB	HY	1,963	0	1,963
212	LAMPS	9/30/2001	F-3	100.00%	1,919	0	0	0	0	1,919	5	150DB	HY	1,919	0	1,919
214	CARPET	10/31/2001	F-3	100.00%	11,930	0	0	0	0	11,930	5	150DB	HY	11,930	0	11,930
215	CARPET	10/31/2001	F-3	100.00%	1,778	0	0	0	0	1,778	5	150DB	HY	1,778	0	1,778
216	MATTRESSES	10/31/2001	F-3	100.00%	12,792	0	0	0	0	12,792	5	150DB	HY	12,792	0	12,792
217	CARPET	10/31/2001	F-3	100.00%	915	0	0	0	0	915	5	150DB	HY	915	0	915
230	SIGN	10/31/2001	F-3	100.00%	1,705	0	0	0	0	1,705	5	150DB	HY	1,705	0	1,705
248	PAINTING	11/30/2001	F-3	100.00%	1,800	0	0	0	0	1,800	5	150DB	HY	1,800	0	1,800
249	FURNITURE	11/30/2001	F-3	100.00%	1,301	0	0	0	0	1,301	5	150DB	HY	1,301	0	1,301
250	CARPET	11/30/2001	F-3	100.00%	2,095	0	0	0	0	2,095	5	150DB	HY	2,095	0	2,095
251	WALLPAPER	12/31/2001	F-3	100.00%	1,985	0	0	0	0	1,985	5	150DB	HY	1,985	0	1,985
252	DRAPES	3/31/2002	F-3	100.00%	10,215	0	0	0	0	10,215	5	150DB	HY	10,215	0	10,215
253	LAMPS	3/31/2002	F-3	100.00%	2,240	0	0	0	0	2,240	5	150DB	HY	2,240	0	2,240
254	VANITIES	3/31/2002	F-3	100.00%	1,465	0	0	0	0	1,465	5	150DB	HY	1,465	0	1,465
270	AC UNITS	6/19/2002	F-3	100.00%	6,152	0	0	0	0	6,152	5	150DB	HY	6,152	0	6,152
267	FURNITURE	6/19/2002	F-3	100.00%	4,889	0	0	0	0	4,889	5	150DB	HY	4,889	0	4,889
268	DRAPES	6/30/2002	F-3	100.00%	1,052	0	0	0	0	1,052	5	150DB	HY	1,052	0	1,052
269	FURNITURE	11/6/2002	F-3	100.00%	11,864	0	0	0	0	11,864	5	150DB	HY	11,864	0	11,864
273	PAINTING	2/28/2003	F-3	100.00%	2,000	0	0	0	0	2,000	5	150DB	HY	2,000	0	2,000
274	WALLPAPER	4/30/2003	F-3	100.00%	800	0	0	0	0	800	5	150DB	HY	800	0	800
275	BEDSPREADS	7/31/2003	F-3	100.00%	2,219	0	0	0	0	2,219	5	150DB	HY	2,219	0	2,219
290	AC UNITS	9/30/2003	F-3	100.00%	2,554	0	0	0	0	2,554	5	150DB	HY	2,554	0	2,554
292	DOOR LOCKS	5/26/2004	F-3	100.00%	2,978	0	0	0	0	2,978	5	150DB	HY	2,978	0	2,978
293	CRIBS	5/31/2004	F-3	100.00%	1,055	0	0	0	0	1,055	5	150DB	HY	1,055	0	1,055
283	AC UNITS	6/30/2004	F-3	100.00%	1,014	0	0	0	0	1,014	5	150DB	HY	1,014	0	1,014
281	FURNITURE	7/21/2004	F-3	100.00%	5,957	0	0	0	0	5,957	5	150DB	HY	5,957	0	5,957
282	MATTRESSES	7/31/2004	F-3	100.00%	3,507	0	0	0	0	3,507	5	150DB	HY	3,507	0	3,507
284	FURNITURE	10/31/2004	F-3	100.00%	9,136	0	0	0	0	9,136	5	150DB	HY	9,136	0	9,136
285	FURNITURE	12/31/2004	F-3	100.00%	13,576	0	0	0	0	13,576	5	150DB	HY	13,576	0	13,576
286	FURNITURE	12/31/2004	F-3	100.00%	1,839	0	0	0	0	1,839	5	150DB	HY	1,839	0	1,839
287	FURNITURE	12/31/2004	F-3	100.00%	1,174	0	0	0	0	1,174	5	150DB	HY	1,174	0	1,174
288	FURNITURE	12/31/2004	F-3	100.00%	333	0	0	0	0	333	5	150DB	HY	333	0	333
277	HOT WATER HEATER	1/31/2005	F-3	100.00%	4,082	0	0	0	0	4,082	5	150DB	HY	4,082	0	4,082
278	HOT WATER HEATER	1/31/2005	F-3	100.00%	1,628	0	0	0	0	1,628	5	150DB	HY	1,628	0	1,628
279	HOT WATER HEATER	3/31/2005	F-3	100.00%	605	0	0	0	0	605	5	150DB	HY	605	0	605
280	HOT WATER HEATER	3/31/2005	F-3	100.00%	3,207	0	0	0	0	3,207	5	150DB	HY	3,207	0	3,207
289	MATTRESSES	3/31/2005	F-3	100.00%	2,135	0	0	0	0	2,135	5	150DB	HY	2,135	0	2,135
298	MATTRESSES	3/31/2005	F-3	100.00%	1,121	0	0	0	0	1,121	5	150DB	HY	1,121	0	1,121
312	LAUNDRY EQUIPMENT	4/30/2005	F-3	100.00%	8,192	0	0	0	0	8,192	5	150DB	HY	8,192	0	8,192
299	MATTRESSES	6/30/2005	F-3	100.00%	599	0	0	0	0	599	5	150DB	HY	599	0	599
300	AWNING	7/31/2005	F-3	100.00%	1,441	0	0	0	0	1,441	5	150DB	HY	1,441	0	1,441
301	ICE MACHINE	7/31/2005	F-3	100.00%	6,158	0	0	0	0	6,158	5	150DB	HY	6,158	0	6,158
314	BEDSPREADS	8/24/2005	F-3	100.00%	3,291	0	0	0	0	3,291	5	150DB	HY	3,291	0	3,291
303	AWNING	8/31/2005	F-3	100.00%	3,500	0	0	0	0	3,500	5	150DB	HY	3,500	0	3,500
304	CARPET	8/31/2005	F-3	100.00%	10,218	0	0	0	0	10,218	5	150DB	HY	10,218	0	10,218
313	LAUNDRY EQUIPMENT	9/30/2005	F-3	100.00%	3,291	0	0	0	0	3,291	5	150DB	HY	3,291	0	3,291
311	AC UNITS	10/30/2005	F-3	100.00%	1,031	0	0	0	0	1,031	5	150DB	HY	1,031	0	1,031
					3,478	0	0	0	0	3,478	5	150DB	HY	3,478	0	3,478
					1,263	0	0	0	0	1,263	5	150DB	HY	1,263	0	1,263
					6,023	0	0	0	0	6,023	5	150DB	HY	6,023	0	6,023

## Assets by Classification AMT - 1120S

3/31/2014

SMOKY MOUNTAIN MOTELS, INC. 62-1132878

Item No.	Description of Property **** indicates DISPOSED	Date Placed In Service	Asset Code	Business Use %	Cost or Other Basis	Sec. 179 Deduction	Credit	Special Allowance	Salvage Value	Recovery Basis	Recovery Period	Method	Convention Code	Prior Accum. Deprec., 179, Bonus	2013 Deprec.	2013 Accum. Deprec.
305	LAMPS	10/31/2005	F-3	100.00%	5,624	0	0	0	0	5,624	5	150DB	HY	5,624	0	5,624
306	ICE MACHINE	10/31/2005	F-3	100.00%	2,595	0	0	0	0	2,595	5	150DB	HY	2,594	0	2,594
307	LAMPS	12/30/2005	F-3	100.00%	6,313	0	0	0	0	6,313	5	150DB	HY	6,313	0	6,313
296	WATER HEATER	12/31/2005	F-3	100.00%	1,272	0	0	0	0	1,272	5	150DB	HY	1,272	0	1,272
308	CARPET	12/31/2005	F-3	100.00%	3,019	0	0	0	0	3,019	5	150DB	HY	3,018	0	3,018
309	PAINTING	1/31/2006	F-3	100.00%	5,175	0	0	0	0	5,175	5	150DB	HY	5,175	0	5,175
310	FURNITURE	3/31/2006	F-3	100.00%	1,241	0	0	0	0	1,241	5	150DB	HY	1,241	0	1,241
326	AC EQUIPMENT	4/29/2006	F-3	100.00%	4,300	0	0	0	0	4,300	5	150DB	HY	4,299	0	4,299
329	REFRIGERATORS	5/24/2006	F-3	100.00%	1,092	0	0	0	0	1,092	5	150DB	HY	1,092	0	1,092
318	CARPET	5/31/2006	F-3	100.00%	1,125	0	0	0	0	1,125	5	150DB	HY	1,125	0	1,125
315	WALLPAPER	6/30/2006	F-3	100.00%	1,200	0	0	0	0	1,200	5	150DB	HY	1,200	0	1,200
319	CARPET	6/30/2006	F-3	100.00%	1,480	0	0	0	0	1,480	5	150DB	HY	1,480	0	1,480
316	EQUIPMENT	7/12/2006	F-3	100.00%	1,014	0	0	0	0	1,014	5	150DB	HY	1,014	0	1,014
320	ONNITY	7/31/2006	F-3	100.00%	1,589	0	0	0	0	1,589	5	150DB	HY	1,589	0	1,589
321	TVS	8/31/2006	F-3	100.00%	1,351	0	0	0	0	1,351	5	150DB	HY	1,351	0	1,351
322	EQUIPMENT	8/31/2006	F-3	100.00%	1,320	0	0	0	0	1,320	5	150DB	HY	1,320	0	1,320
330	MICROWAVES	8/31/2006	F-3	100.00%	4,774	0	0	0	0	4,774	5	150DB	HY	4,774	0	4,774
331	EQUIPMENT	9/29/2006	F-3	100.00%	466	0	0	0	0	466	5	150DB	HY	466	0	466
323	FURNITURE	9/30/2006	F-3	100.00%	2,280	0	0	0	0	2,280	5	150DB	HY	2,280	0	2,280
324	FURNITURE	11/30/2006	F-3	100.00%	4,503	0	0	0	0	4,503	5	150DB	HY	4,503	0	4,503
325	FURNITURE	1/31/2007	F-3	100.00%	2,438	0	0	0	0	2,438	5	150DB	HY	2,438	0	2,438
317	EQUIPMENT	2/28/2007	F-3	100.00%	1,509	0	0	0	0	1,509	5	150DB	HY	1,509	0	1,509
327	JACUZZI	3/31/2007	F-3	100.00%	1,200	0	0	0	0	1,200	5	150DB	HY	1,200	0	1,200
333	CARPET	5/31/2007	F-3	100.00%	2,229	0	0	0	0	2,229	5	150DB	HY	2,229	0	2,229
334	FURNITURE	5/31/2007	F-3	100.00%	1,600	0	0	0	0	1,600	5	150DB	HY	1,600	0	1,600
339	COMPUTER	5/31/2007	F-3	100.00%	795	0	0	0	0	795	5	150DB	HY	794	0	794
340	COMPUTER	6/30/2007	F-3	100.00%	555	0	0	0	0	555	5	150DB	HY	554	0	554
335	FURNITURE	6/30/2007	F-3	100.00%	357	0	0	0	0	357	5	150DB	HY	357	0	357
336	FURNITURE	9/30/2007	F-3	100.00%	1,121	0	0	0	0	1,121	5	150DB	HY	1,121	0	1,121
337	FURNITURE	9/30/2007	F-3	100.00%	1,344	0	0	0	0	1,344	5	150DB	HY	1,344	0	1,344
338	CARPET	10/31/2007	F-3	100.00%	2,150	0	0	0	0	2,150	5	150DB	HY	2,149	0	2,149
344	PAINTING	10/31/2007	F-3	100.00%	873	0	0	0	0	873	5	150DB	HY	872	0	872
345	AC UNITS	5/31/2008	F-3	100.00%	1,350	0	0	0	0	1,350	5	150DB	HY	1,338	112	1,350
347	POOL PAINTING	6/30/2008	F-3	100.00%	4,300	0	0	0	0	4,300	5	150DB	HY	3,942	358	4,300
346	LOCKS	9/30/2008	F-3	100.00%	1,891	0	0	0	0	1,891	5	150DB	HY	1,734	157	1,891
349	HOT WATER HEATER	10/31/2008	F-3	100.00%	1,851	0	0	0	0	1,851	5	150DB	HY	1,696	154	1,850
350	ACS	7/31/2009	F-3	100.00%	800	0	0	0	0	800	5	150DB	HY	600	133	733
351	FURNITURE	7/31/2009	F-3	100.00%	2,077	0	0	0	0	2,077	5	150DB	HY	1,559	346	1,905
348	FURNITURE	9/16/2009	F-3	100.00%	7,180	0	0	0	0	7,180	5	150DB	HY	5,386	1,196	6,582
356	MASCO	9/30/2009	F-3	100.00%	1,481	0	0	0	0	1,481	5	150DB	HY	1,111	247	1,358
357	LAZCO	6/30/2010	F-3	100.00%	2,180	0	0	0	0	2,180	5	150DB	HY	1,272	363	1,635
358	LAUNDRY SYSTEMS	8/31/2010	F-3	100.00%	6,118	0	0	0	0	6,118	5	150DB	HY	3,570	1,019	4,589
359	H&J ELECTRONICS	9/30/2010	F-3	100.00%	5,819	0	0	0	0	5,819	5	150DB	HY	3,396	969	4,365
355	BLACK BOX	10/31/2010	F-3	100.00%	2,071	0	0	0	0	2,071	5	150DB	HY	1,209	345	1,554
360	ONNITY LOCKS	11/30/2010	F-3	100.00%	223	0	0	0	0	223	5	150DB	HY	130	37	167
		8/31/2011	F-3	100.00%	2,062	0	0	0	0	2,062	5	150DB	HY	835	368	1,203
Total: 5-yr Res rental furnishings														1,396,769	5,804	1,402,573

5-yr Computers and peripherals (not listed property)  
8 COMPUTERS 7/6/1993 F-5

100.00%

2,185

0

0

0

0

0

2,185

5

150DB

HY

2,185

0

2,185

## Assets by Classification AMT - 1120S

3/31/2014

SMOKY MOUNTAIN MOTELS, INC. 62-1132878

Item No.	Description of Property **** indicates DISPOSED	Date Placed In Service	Asset Code	Business Use %	Cost or Other Basis	Sec. 179 Deduction	Credit	Special Allowance	Salvage Value	Recovery Basis	Recovery Period	Method	Convention Code	Prior Accum. Deprec., 179 Bonus	2013 Deprec.	2013 Accum. Deprec.
<b>5-yr Office furniture, fixtures, and equipment</b>																
17	CARPET	3/15/1994	F-11	100.00%	3,689	0	0	0	0	3,689	10	150DB	HY	5,166	0	5,166
21	EQUIPMENT	4/1/1994	F-11	100.00%	28,207	0	0	0	0	28,207	10	150DB	HY	7,222	0	7,222
6	FURNITURE	4/1/1994	F-11	100.00%	54,012	0	0	0	0	54,012	10	150DB	HY	6,832	0	6,832
11	SIGN	4/28/1994	F-11	100.00%	3,289	0	0	0	0	3,289	10	150DB	HY	3,850	0	3,850
182	FURNISHINGS	3/15/2001	F-11	100.00%	134,261	0	0	0	0	134,261	7	150DB	HY	2,516	0	2,516
Total: 5-yr Office furn, fixtures, equip					223,458	0	0	0	0	223,458	5	150DB	HY	15,000	0	15,000
Total: 5-yr Computers (not listed)					52,771	0	0	0	0	52,771	5	150DB	HY	5,166	0	5,166
<b>7-yr Office furniture, fixtures, and equipment</b>																
25	COMPUTERS	8/30/1995	F-5	100.00%	5,166	0	0	0	0	5,166	5	150DB	HY	7,222	0	7,222
184	SMITH CHAIR COMPANY	6/30/2001	F-5	100.00%	6,832	0	0	0	0	6,832	5	150DB	HY	6,832	0	6,832
223	COMPUTER	7/25/2001	F-5	100.00%	3,850	0	0	0	0	3,850	5	150DB	HY	3,850	0	3,850
297	WALLPAPER	3/28/2006	F-5	100.00%	2,516	0	0	0	0	2,516	5	150DB	HY	2,516	0	2,516
341	SOFTWARE	12/31/2007	F-5	100.00%	10,000	0	0	0	0	10,000	5	150DB	HY	10,000	0	10,000
342	COMPUTER	12/31/2007	F-5	100.00%	15,000	0	0	0	0	15,000	5	150DB	HY	15,000	0	15,000
Total: 7-yr Office furn, fixtures, equip					52,771	0	0	0	0	52,771	5	150DB	HY	15,000	0	15,000
<b>Land</b>																
	LAND	4/10/1982	N-1	100.00%	312,000	0	0	0	0	312,000	0			0	0	0
Total: Land					312,000	0	0	0	0	312,000	0			0	0	0
<b>15-yr Land improvements</b>																
224	SIGN	6/30/2001	R-2	100.00%	26,658	0	0	0	0	26,658	15	150DB	HY	21,147	1,575	22,722
226	SIGNS	10/31/2001	R-2	100.00%	4,568	0	0	0	0	4,568	15	150DB	HY	4,151	270	4,421
327	SIGN	10/31/2001	R-2	100.00%	26,658	0	0	0	0	26,658	15	150DB	HY	24,217	1,575	25,792
394	PAVING	4/30/2004	R-2	100.00%	6,800	0	0	0	0	6,800	15	150DB	HY	4,190	401	4,591
395	PAVING	11/30/2005	R-2	100.00%	2,000	0	0	0	0	2,000	15	150DB	HY	1,115	118	1,233
332	PAVING	9/30/2007	R-2	100.00%	1,885	0	0	0	0	1,885	15	150DB	HY	827	111	938
Total: 15-yr Land improvements					68,569	0	0	0	0	68,569	15	150DB	HY	55,647	4,050	59,697
<b>Qualified leasehold improvement property</b>																
2	BLDG	4/10/1982	R-7	100.00%	1,302,850	0	0	0	0	1,302,850	15	SLGDS	HY	1,302,850	0	1,302,850
22	BLDG IMPR	7/1/1984	R-7	100.00%	3,182	0	0	0	0	3,182	18	SLGDS	MM	3,182	0	3,182
241	ELECTRICAL	6/30/2001	R-7	100.00%	545	0	0	0	0	545	15	SLGDS	HY	444	36	480
Total: Qual LH Improve prop					1,306,577	0	0	0	0	1,306,577	15	SLGDS	HY	1,306,476	36	1,306,512
<b>39-yr Nonresidential and commercial real estate</b>																
23	ROOF	11/1/1990	R-5	100.00%	7,500	0	0	0	0	7,500	40	SLADS	MM	4,197	188	4,385
24	ROOF	5/27/1991	R-5	100.00%	6,427	0	0	0	0	6,427	40	SLADS	MM	3,516	161	3,677
3	BLDG ADDITIONS	4/1/1994	R-5	100.00%	797,335	0	0	0	0	797,335	40	SLADS	MM	377,903	19,933	397,836
70	BLDG ADDITION	10/15/1999	R-5	100.00%	82,716	0	0	0	0	82,716	39	SLGDS	MM	28,545	2,121	30,666
90	BLDG ADDITION	11/29/1999	R-5	100.00%	13,016	0	0	0	0	13,016	39	SLGDS	MM	4,465	334	4,799
80	BLDG ADDITION	12/4/1999	R-5	100.00%	7,309	0	0	0	0	7,309	39	SLGDS	MM	2,490	187	2,677
40	PRECISION CONST.	1/3/2000	R-5	100.00%	115,438	0	0	0	0	115,438	39	SLGDS	MM	39,096	2,960	42,056
50	PRECISION CONST.	2/15/2000	R-5	100.00%	10,000	0	0	0	0	10,000	39	SLGDS	MM	3,364	256	3,620
60	BLDG ADDITION	3/15/2000	R-5	100.00%	235,079	0	0	0	0	235,079	39	SLGDS	MM	78,607	6,027	84,634
183	BLDG ADDITION	3/15/2001	R-5	100.00%	1,400,676	0	0	0	0	1,400,676	39	SLGDS	MM	432,468	35,913	468,381
191	BLDG ADDITION	6/30/2001	R-5	100.00%	2,796,351	0	0	0	0	2,796,351	39	SLGDS	MM	845,531	71,698	917,229

## Assets by Classification AMT - 1120S

3/31/2014

SMOXY MOUNTAIN MOTELS, INC. 62-1132878

Item No.	Description of Property *** indicates DISPOSED	Date Placed In Service	Asset Code	Business Use %	Cost or Other Basis	Sec. 179 Deduction	Credit	Special Allowance	Salvage Value	Recovery Basis	Recovery Period	Method	Con-vention Code	Prior Accum. Deprec., 179, Bonus	2013 Deprec.	2013 Accum. Deprec.
228	TILE	6/30/2001	R-5	100.00%	2,182	0	0	0	0	2,182	39	SL/GDS	MM	660	56	716
229	PROPANE LINKS	6/30/2001	R-5	100.00%	559	0	0	0	0	559	39	SL/GDS	MM	188	14	182
229	PAINTING	6/30/2001	R-5	100.00%	10,820	0	0	0	0	10,820	39	SL/GDS	MM	3,270	277	3,547
232	WALLPAPER	6/30/2001	R-5	100.00%	453	0	0	0	0	453	39	SL/GDS	MM	138	12	150
233	SINKS	6/30/2001	R-5	100.00%	1,571	0	0	0	0	1,571	39	SL/GDS	MM	474	40	514
236	BLDG ADDITION	6/30/2001	R-5	100.00%	530,277	0	0	0	0	530,277	39	SL/GDS	MM	160,339	13,596	173,935
237	BLDG ADDITION	6/30/2001	R-5	100.00%	36,851	0	0	0	0	36,851	39	SL/GDS	MM	11,143	945	12,088
238	BLDG ADDITIONS	6/30/2001	R-5	100.00%	110,640	0	0	0	0	110,640	39	SL/GDS	MM	33,455	2,837	36,292
239	BLDG ADDITIONS	6/30/2001	R-5	100.00%	12,137	0	0	0	0	12,137	39	SL/GDS	MM	3,669	311	3,980
240	BLDG ADDITION	6/30/2001	R-5	100.00%	58,946	0	0	0	0	58,946	39	SL/GDS	MM	17,822	1,511	19,333
242	BLDG ADDITION	6/30/2001	R-5	100.00%	24,260	0	0	0	0	24,260	39	SL/GDS	MM	7,335	622	7,957
243	SPRINKLERS	6/30/2001	R-5	100.00%	1,838	0	0	0	0	1,838	39	SL/GDS	MM	555	47	602
244	CONSTRUCTION	6/30/2001	R-5	100.00%	31,141	0	0	0	0	31,141	39	SL/GDS	MM	9,415	798	10,213
245	LOCKS	6/30/2001	R-5	100.00%	5,321	0	0	0	0	5,321	39	SL/GDS	MM	1,608	136	1,744
246	GLASS	6/30/2001	R-5	100.00%	2,000	0	0	0	0	2,000	39	SL/GDS	MM	604	51	655
247	LOCKS	6/30/2001	R-5	100.00%	24,127	0	0	0	0	24,127	39	SL/GDS	MM	7,296	619	7,915
247	ELECTRICAL OUTLETS	4/30/2002	R-5	100.00%	1,162	0	0	0	0	1,162	39	SL/GDS	MM	327	30	357
247	OFFICE EXPANSION	4/30/2002	R-5	100.00%	23,740	0	0	0	0	23,740	39	SL/GDS	MM	6,672	609	7,281
248	BLDG	5/31/2002	R-5	100.00%	1,817	0	0	0	0	1,817	39	SL/GDS	MM	508	47	555
249	POOL ENCLOSURE	5/31/2002	R-5	100.00%	13,827	0	0	0	0	13,827	39	SL/GDS	MM	3,857	355	4,212
250	CONST LABOR	5/31/2002	R-5	100.00%	1,400	0	0	0	0	1,400	39	SL/GDS	MM	391	36	427
262	CONCRETE	6/5/2002	R-5	100.00%	273	0	0	0	0	273	39	SL/GDS	MM	75	7	82
264	PAINTING	6/30/2002	R-5	100.00%	6,091	0	0	0	0	6,091	39	SL/GDS	MM	1,685	156	1,841
265	ELECTRICAL	11/6/2002	R-5	100.00%	5,132	0	0	0	0	5,132	39	SL/GDS	MM	1,366	132	1,498
271	ROOFING	12/31/2003	R-5	100.00%	18,000	0	0	0	0	18,000	39	SL/GDS	MM	4,290	462	4,752
272	ROOFING	1/31/2004	R-5	100.00%	23,134	0	0	0	0	23,134	39	SL/GDS	MM	5,462	593	6,055
276	ROOFING	4/30/2004	R-5	100.00%	1,396	0	0	0	0	1,396	39	SL/GDS	MM	321	36	357
Total: 39-yr Nonresidential real estate					6,420,942	0	0	0	0	6,420,942				2,103,087	164,113	2,267,200

## Amortization - Other

100	LOAN COSTS	8/1/1999	Z-16	100.00%	60,915	0	0	0	0	60,915	12	SL	FM	60,915	0	60,915
110	LOAN COSTS	2/1/2000	Z-16	100.00%	31,716	0	0	0	0	31,716	1	SL	FM	31,716	0	31,716
Total: Amort - Other					92,631	0	0	0	0	92,631				92,631	0	92,631
Sub Totals					9,885,449	0	0	0	0	9,885,449				5,230,839	174,003	5,404,842
Less: Disposed Assets					(0)	0	0	0	0	(0)				(0)	0	(0)
Ending Totals					9,885,449	0	0	0	0	9,885,449				5,230,839	174,003	5,404,842

In re **Smoky Mountain Motels, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.								
<b>Sunrise Holdings/PG, LLC c/o Tarpy, Cox, Fleishman &amp; Leveille, PL 1111 Northshore Dr. Suite N-290 Knoxville, TN 37919</b>	<b>X</b>	-	<b>hotel located at 4215 Parkway, Pigeon Forge, TN</b>					
			Value \$ <b>7,947,684.62</b>				<b>7,530,649.36</b>	<b>0.00</b>
Account No.								
<b>Capital Bank, N.A. PO BOX 369 Alcoa, TN 37701</b>			<b>Representing: Sunrise Holdings/PG, LLC</b>				<b>Notice Only</b>	
			Value \$					
Account No.								
<b>John C. Markey, II PLLC 1800 Camden Rd. Suite 106 Charlotte, NC 28203</b>			<b>Representing: Sunrise Holdings/PG, LLC</b>				<b>Notice Only</b>	
			Value \$					
Account No.								
<b>Miller Anderson Law Group, PLLC 2108 Keller Bend Rd. Knoxville, TN 37922</b>			<b>Representing: Sunrise Holdings/PG, LLC</b>				<b>Notice Only</b>	
			Value \$					
Subtotal (Total of this page)							<b>7,530,649.36</b>	<b>0.00</b>
Total (Report on Summary of Schedules)							<b>7,530,649.36</b>	<b>0.00</b>

0 continuation sheets attached

In re **Smoky Mountain Motels, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,775\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/13) - Cont.

In re **Smoky Mountain Motels, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Taxes and Certain Other Debts  
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
Internal Revenue Service Spec Proc Br, MDP 146 801 Broadway Room 285 Nashville, TN 37203		-					Unknown	Unknown
							Unknown	0.00
Account No. <b>xx5737</b>								
State of Tennessee 220 French Landing Dr. 2nd Floor Nashville, TN 37243		-						0.00
							75.00	75.00
Account No.								
Tennessee Dep't Labor 1st Floor, Suite B 200 French Landing Dr. Nashville, TN 37243		-						0.00
							55.00	55.00
Account No.			pool licensing					
Tennessee Department of Health PO BOX 198990 Nashville, TN 37219		-						0.00
							680.00	680.00
Account No.								

Sheet **1** of **1** continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Total of this page)

**0.00**  
**810.00**

Total  
(Report on Summary of Schedules)

**0.00**  
**810.00**

In re **Smoky Mountain Motels, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W	J				
Account No. <b>x4003</b>  <b>A&amp;W Office Supply &amp; Design</b> <b>PO BOX 23209</b> <b>Knoxville, TN 37933</b>	X	-						<b>3,095.84</b>
Account No. <b>M004</b>  <b>AVM Enterprises</b> <b>PO BOX 22283</b> <b>Chattanooga, TN 37422</b>	X	-						<b>131.59</b>
Account No. <b>xxx-xxxxxxxxx8B01</b>  <b>Booking.com B.V.</b> <b>5295 Paysphere Circle</b> <b>Chicago, IL 60674</b>	X	-						<b>3,000.00</b>
Account No. <b>3377</b>  <b>Citibusiness</b> <b>Processing Center</b> <b>Des Moines, IA 50363</b>	X	-						<b>40,386.67</b>
Subtotal (Total of this page)								<b>46,614.10</b>

5 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Smoky Mountain Motels, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G U E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>xxxx-xxxx00-01</b>							
<b>City Of Pigeon Forge Water &amp; Sewer Dept. PO BOX 1066 Pigeon Forge, TN 37868</b>	<b>X</b>	<b>-</b>					<b>2,249.34</b>
Account No. <b>xxxx-xxxx01-01</b>							
<b>City Of Pigeon Forge Water &amp; Sewer Dept. PO BOX 1066 Pigeon Forge, TN 37868</b>	<b>X</b>	<b>-</b>					<b>4,140.77</b>
Account No.							
<b>Commerce Title &amp; Escrow, LLC c/o Rudy, Wood &amp; Winstead, PLLC 1812 Broadway Nashville, TN 37203</b>	<b>X</b>	<b>-</b>		<b>X</b>	<b>X</b>	<b>X</b>	<b>50,000.00</b>
Account No. <b>x6765</b>							
<b>Commtrak 26 Nassau Commons Lewes, DE 19958</b>	<b>X</b>	<b>-</b>					<b>38.99</b>
Account No.							
<b>Cooks Pest Control PO BOX 5483 Knoxville, TN 37928</b>	<b>X</b>	<b>-</b>					<b>272.00</b>
Sheet no. <u>1</u> of <u>5</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>56,701.10</b>

B6F (Official Form 6F) (12/07) - Cont.

In re **Smoky Mountain Motels, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No. <b>x1310</b>							
<b>Corporate Travel Coordinators of America</b> <b>511 Sixth Ave. Suite 505</b> <b>New York, NY 10011</b>	<b>X</b>	-					<b>600.00</b>
Account No.							
<b>Evelyn Robinson</b> <b>202 Two View Dr. #1</b> <b>Pigeon Forge, TN 37863</b>	<b>X</b>	-					<b>805.00</b>
Account No. <b>xxxxxxxxxx2013</b>							
<b>Hartford Insurance Co.</b> <b>Barnes Insurance Agency</b> <b>PO BOX 609</b> <b>Pigeon Forge, TN 37868</b>	<b>X</b>	-					<b>2,097.00</b>
Account No. <b>xxx-xx0025</b>							
<b>IPFS Corporation</b> <b>PO BOX 419090</b> <b>Kansas City, MO 64141</b>	<b>X</b>	-					<b>30,332.08</b>
Account No.							
<b>Kenneth M. Seaton, Sr. &amp; Affiliates</b> <b>PO BOX 10</b> <b>Pigeon Forge, TN 37868</b>		-					<b>1,021,173.61</b>
Sheet no. <b>2</b> of <b>5</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>1,055,007.69</b>

In re **Smoky Mountain Motels, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>xx8837</b>						
<b>Magnuson Hotels</b> <b>525 East Mission Ave.</b> <b>Spokane, WA 99202</b>	<b>X</b> -					<b>735.09</b>
Account No.						
<b>McKee Foods Corporation</b> <b>PO BOX 2118</b> <b>Collegedale, TN 37315</b>	<b>X</b> -					<b>111.20</b>
Account No. <b>x8169</b>						
<b>National Elevator, Inc.</b> <b>PO BOX 3623</b> <b>Knoxville, TN 37927</b>	<b>X</b> -					<b>325.00</b>
Account No. <b>xxxx0009</b>						
<b>Sevier County Electric System</b> <b>PO BOX 4870</b> <b>Sevierville, TN 37864</b>	-					<b>11,624.59</b>
Account No. <b>xxxx0007</b>						
<b>Sevier County Electric System</b> <b>PO BOX 4870</b> <b>Sevierville, TN 37864</b>	-					<b>4,961.11</b>
Sheet no. <b>3</b> of <b>5</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>17,756.99</b>

B6F (Official Form 6F) (12/07) - Cont.

In re **Smoky Mountain Motels, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>xxxx0005</b>							
<b>Sevier County Electric System</b> <b>PO BOX 4870</b> <b>Sevierville, TN 37864</b>	-						<b>8,834.79</b>
Account No. <b>xxx1002</b>							
<b>Sevier County Utility District</b> <b>PO BOX 4398</b> <b>Sevierville, TN 37864</b>	-						<b>946.99</b>
Account No. <b>xxx2002</b>							
<b>Sevier County Utility District</b> <b>PO BOX 4398</b> <b>Sevierville, TN 37864</b>	-						<b>151.63</b>
Account No.							
<b>SFS of Knoxville</b> <b>900 Tennessee Ave.</b> <b>Knoxville, TN 37921</b>	-						<b>231.98</b>
Account No. <b>x6110</b>							
<b>Siever Lock &amp; Safe Co.</b> <b>PO BOX 798</b> <b>Pigeon Forge, TN 37868</b>	-						<b>1,470.65</b>
Sheet no. <b>4</b> of <b>5</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>11,636.04</b>

In re **Smoky Mountain Motels, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
<b>Smoky Mountain Supply</b> <b>3620 Singing Pines Rd.</b> <b>Pigeon Forge, TN 37863</b>	-						<b>12.87</b>
Account No.							
<b>Tennessee State Bank</b> <b>PO BOX 1260</b> <b>Pigeon Forge, TN 37868</b>	-						<b>1,031.24</b>
Account No.							
<b>Wholesale Supply Group</b> <b>PO BOX 4080</b> <b>Cleveland, TN 37320</b>	-						<b>168.19</b>
Account No. <b>xxxxxx1522</b>							
<b>World Web Technologies</b> <b>PO BOX 234</b> <b>Chestermere, Alberta, Canada T1X1K8</b>	-						<b>3,264.00</b>
Account No.							
Sheet no. <u>5</u> of <u>5</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>4,476.30</b>
Total (Report on Summary of Schedules)							<b>1,192,192.22</b>

In re **Smoky Mountain Motels, Inc.**, Case No. \_\_\_\_\_  
Debtor

## SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Birch Communications</b> <b>3060 Peachtree Road NW</b> <b>Suite 1065</b> <b>Atlanta, GA 30305</b>	<b>telephone services contract</b>
<b>CHARTER COMMUNICATIONS</b> <b>PO BOX 9001927</b> <b>LOUISVILLE KY 40290</b>	<b>internet contract</b>
<b>National Elevator, Inc.</b> <b>PO BOX 3623</b> <b>Knoxville, TN 37927</b>	<b>elevator contract</b>

In re **Smoky Mountain Motels, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>Sunrise Holdings/PG, LLC c/o Tarpy, Cox, Fleishman &amp; Leveille, PL 1111 Northshore Dr. Suite N-290 Knoxville, TN 37919</b>
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>A&amp;W Office Supply &amp; Design PO BOX 23209 Knoxville, TN 37933</b>
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>AVM Enterprises PO BOX 22283 Chattanooga, TN 37422</b>
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>Booking.com B.V. 5295 Paysphere Circle Chicago, IL 60674</b>
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>Citibusiness Processing Center Des Moines, IA 50363</b>
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>City Of Pigeon Forge Water &amp; Sewer Dept. PO BOX 1066 Pigeon Forge, TN 37868</b>
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>City Of Pigeon Forge Water &amp; Sewer Dept. PO BOX 1066 Pigeon Forge, TN 37868</b>
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>Commtrak 26 Nassau Commons Lewes, DE 19958</b>
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>Cooks Pest Control PO BOX 5483 Knoxville, TN 37928</b>
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>Corporate Travel Coordinators of America 511 Sixth Ave. Suite 505 New York, NY 10011</b>
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>Evelyn Robinson 202 Two View Dr. #1 Pigeon Forge, TN 37863</b>

In re **Smoky Mountain Motels, Inc.**

Case No. \_\_\_\_\_

Debtor

## **SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>Hartford Insurance Co. Barnes Insurance Agency PO BOX 609 Pigeon Forge, TN 37868</b>
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>IPFS Corporation PO BOX 419090 Kansas City, MO 64141</b>
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>Magnuson Hotels 525 East Mission Ave. Spokane, WA 99202</b>
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>McKee Foods Corporation PO BOX 2118 Collegedale, TN 37315</b>
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>National Elevator, Inc. PO BOX 3623 Knoxville, TN 37927</b>
<b>Kenneth M. Seaton, Sr. PO BOX 10 Pigeon Forge, TN 37868</b>	<b>Commerce Title &amp; Escrow, LLC c/o Rudy, Wood &amp; Winstead, PLLC 1812 Broadway Nashville, TN 37203</b>
<b>Sharon Seaton Broyles 5812 Attleboro Dr. Powell, TN 37849</b>	<b>Sunrise Holdings/PG, LLC c/o Tarp, Cox, Fleishman &amp; Leveille, PL 1111 Northshore Dr. Suite N-290 Knoxville, TN 37919</b>

**United States Bankruptcy Court**  
**Eastern District of Tennessee**In re **Smoky Mountain Motels, Inc.**

Debtor(s)

Case No.

Chapter

**11****DECLARATION CONCERNING DEBTOR'S SCHEDULES**

## DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the president of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **25** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **February 26, 2014**Signature **/s/ Eddie Rhines****Eddie Rhines****president**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
Eastern District of Tennessee**

In re **Smoky Mountain Motels, Inc.**

Debtor(s)

Case No.

Chapter

**11**

**VERIFICATION OF CREDITOR MATRIX**

The above Debtor(s) hereby verifies under the penalty of perjury under the laws of the United States of America that the attached list of creditors is true and correct to the best of his/her knowledge.

Date: **February 26, 2014**

**/s/ Eddie Rhines**

**Eddie Rhines/president**

Signer/Title

Date: **February 26, 2014**

**/s/ Steven L. Lefkovitz**

Signature of Attorney

**Steven L. Lefkovitz 5953**

**LEFKOVITZ & LEFKOVITZ**

**618 CHURCH ST., #410**

**NASHVILLE, TN 37219**

**615-256-8300 Fax: 615-255-4516**

Case 3:14-bk-30557  
A&W Office Supply & Design  
PO BOX 23209  
Knoxville, TN 37933

Doc 1 Filed 02/26/14 Entered 02/26/14 19:06:30 Desc Main Document Page 40 of 42  
Evelyn Robinson  
202 Pigeon Forge Dr. #1  
Pigeon Forge, TN 37863

Smoky Mountain Motels, Inc. -  
National Elevator, Inc.  
PO BOX 3623  
Knoxville, TN 37927

AVM Enterprises  
PO BOX 22283  
Chattanooga, TN 37422

Hartford Insurance Co.  
Barnes Insurance Agency  
PO BOX 609  
Pigeon Forge, TN 37868

Sevier County Electric System  
PO BOX 4870  
Sevierville, TN 37864

Booking.com B.V.  
5295 Paysphere Circle  
Chicago, IL 60674

Internal Revenue Service  
Spec Proc Br, MDP 146  
801 Broadway Room 285  
Nashville, TN 37203

Sevier County Utility District  
PO BOX 4398  
Sevierville, TN 37864

Capital Bank, N.A.  
PO BOX 369  
Alcoa, TN 37701

IPFS Corporation  
PO BOX 419090  
Kansas City, MO 64141

SFS of Knoxville  
900 Tennessee Ave.  
Knoxville, TN 37921

Citibusiness  
Processing Center  
Des Moines, IA 50363

John C. Markey, II PLLC  
1800 Camden Rd. Suite 106  
Charlotte, NC 28203

Sharon Seaton Broyles  
5812 Attleboro Dr.  
Powell, TN 37849

City Of Pigeon Forge  
Water & Sewer Dept.  
PO BOX 1066  
Pigeon Forge, TN 37868

Kenneth M. Seaton, Sr.  
PO BOX 10  
Pigeon Forge, TN 37868

Siever Lock & Safe Co.  
PO BOX 798  
Pigeon Forge, TN 37868

Commerce Title & Escrow, LLC  
c/o Rudy, Wood & Winstead, PLLC  
1812 Broadway  
Nashville, TN 37203

Kenneth M. Seaton, Sr. & Affiliates  
PO BOX 10  
Pigeon Forge, TN 37868

Smoky Mountain Supply  
3620 Singing Pines Rd.  
Pigeon Forge, TN 37863

Commtrak  
26 Nassau Commons  
Lewes, DE 19958

Magnuson Hotels  
525 East Mission Ave.  
Spokane, WA 99202

State of Tennessee  
220 French Landing Dr.  
2nd Floor  
Nashville, TN 37243

Cooks Pest Control  
PO BOX 5483  
Knoxville, TN 37928

McKee Foods Corporation  
PO BOX 2118  
Collegedale, TN 37315

Sunrise Holdings/PG, LLC  
c/o Tarp, Cox, Fleishman & LeveilP  
1111 Northshore Dr. Suite N-290  
Knoxville, TN 37919

Corporate Travel Coordinators of America  
511 Sixth Ave. Suite 505  
New York, NY 10011

Miller Anderson Law Group, PLLC  
2108 Keller Bend Rd.  
Knoxville, TN 37922

Tennessee Dep't Labor  
1st Floor, Suite B  
200 French Landing Dr.  
Nashville, TN 37243

Smoky Mountain Motels, Inc. -

Tennessee Department of Health

PO BOX 198990

Nashville, TN 37219

Case 3:14-bk-30557

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Document

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Tennessee State Bank

PO BOX 1260

Pigeon Forge, TN 37868

Wholesale Supply Group

PO BOX 4080

Cleveland, TN 37320

World Web Technologies

PO BOX 234

Chestermere, Alberta, Canada T1X1K8

**United States Bankruptcy Court  
Eastern District of Tennessee**

In re **Smoky Mountain Motels, Inc.**

Debtor(s)

Case No.

Chapter

**11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Smoky Mountain Motels, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

**February 26, 2014**

Date

**/s/ Steven L. Lefkovitz**

**Steven L. Lefkovitz 5953**

Signature of Attorney or Litigant

Counsel for **Smoky Mountain Motels, Inc.**

**LEFKOVITZ & LEFKOVITZ**

**618 CHURCH ST., #410**

**NASHVILLE, TN 37219**

**615-256-8300 Fax:615-255-4516**

**slefkovitz@lefkovitz.com**